

THOMAS W. CLAWSON
Direct Dial: 801.237.0352
email: tclawson@vancott.com

FILED

OCT 15 2013

SECRETARY, BOARD OF
OIL, GAS & MINING

VANCOTT

October 14, 2013

VANCOTT, BAGLEY,
CORNWALL &
MCCARTHY, P.C.

ESTABLISHED 1874

VIA HAND DELIVERY

Ruland J. Gill, Jr., Chairman
Board of Oil, Gas and Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116

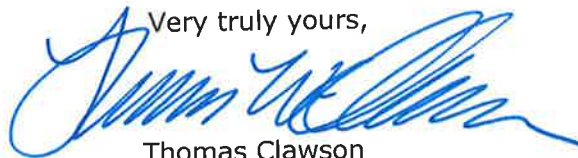
**Re: Newfield Production Company
Docket No. 2013-029
Cause No. 139-111
Proofs of Publication**

Dear Mr. Gill:

In connection with the above-referenced matter, we are delivering for filing the originals and 14 copies of Newfield Production Company's Proofs of Publication.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Thomas Clawson

TWC/mt
Enclosures

4837-2865-0262, v. 1

36 S. STATE STREET
SUITE 1900
SALT LAKE CITY, UTAH
84111-1478 USA
T 801.532.3333
F 801.534.0058
WWW.VANCOTT.COM

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WEST VALLEY CITY, UTAH 84170
FED.TAX I.D.# 87-0217663
801-204-6910

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PROOF OF PUBLICATION

CUSTOMER'S COPY

CUSTOMER NAME AND ADDRESS		ACCOUNT NUMBER	DATE
VANCOTT BAGLEY CORNWALL, ATTN ACCOUNTS PAYABLE ATTN ACCOUNTS PAYABLE PO BOX 45340 SALT LAKE CITY UT 84145		BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT OF NATURAL RESOURCES STATE OF UTAH IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN TWO 1,280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDERS ENTERED IN CAUSES NOS. 139-98 AND 139-103 IN SECTIONS 15 AND 22, TOWNSHIP 3 SOUTH, RANGE 2 WEST, DUCHESE COUNTY, UTAH	NOTICE OF OPPORTUNITY TO LEASE OR PARTICIPATE IN OIL AND GAS WELLS AND SUPPLEMENTAL NOTICE OF REQUEST FOR AGENCY ACTION Docket No. 2013-029 Cause No. 139-111
ACCOUNT NAME		NEWFIELD PRODUCTION COMPANY TO:	
VANCOTT BAGLEY CORNWALL,		Elizabeth O'Neal, the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.	
TELEPHONE	ADORDER#	Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in this Cause who will conduct a hearing on Wednesday, October 16, 2013, at 1:30 p.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on October 23, 2013, at 9:00 a.m., or as soon as possible thereafter, also in the Auditorium of the Department of Natural Resources Building.	
8015323333	0000906349	Hearings were held on December 5, 2012 (in Cause No. 139-98), and April 24, 2013 (in Cause No. 139-103), wherein the Board heard testimony and evidence concerning two Requests for Agency Action filed by Newfield Production Company ("Newfield"). At the hearings the Board ordered the entry of orders (the "Spacing Orders") modifying prior orders issued by the Board and establishing special 1,280-acre (or substantial equivalent) drilling units for the production of oil, gas, and other hydrocarbons from the Ute and Ute Butte Member of the Green River Formation and Upper Wasatch Formation underlying the lands located in all of Sections 15 and 22, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (together, the "Subject Lands"). On September 9, 2013, Newfield filed another Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Spaced Intervals (as described in the Spacing Orders) beneath the Subject Lands; (2) establish the average weighted royalty payments to such owners and the costs of plugging and abandoning certain identified wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing each identified well, including the cost of equipment in the well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.	
SCHEDULE		The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board as set forth in Utah Administrative Code Rules R641 et seq. as provided for by Utah Code Ann. § 63G-4-101 through 601.	
Start 09/15/2013	End 09/22/2013	One of the purposes of the hearing examiner's October 16, 2013 hearing and the Board's October 23, 2013 proceeding will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's September 9, 2013 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral interest owners who own interests in the oil and gas minerals in the Spaced Intervals beneath the Subject Lands.	
CUST. REF. NO.		Elizabeth O'Neal, the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at 801-204-6910.	
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BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT		late, and coach Jason Kreis	
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ACCOUNT NAME	
VANCOTT BAGLEY CORNWALL,	
TELEPHONE	ADORDER
8015323333	0000906349
SCHEDULE	
Start 09/15/2013	End 09/22/2013
CUST. REF. NO.	
Tom Clawson	
CAPTION	
BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT	
SIZE	
117 Lines	3.00
TIMES	
8	
MISC. CHARGES	

FILED

OCT 15 2013

SECRETARY, BOARD OF
OIL, GAS & MINING

AFFIDAVIT OF PUBLICATION

AS NEWSPAPER AGENCY COMPANY, LLC dba MEDIAONE OF UTAH LEGAL BOOKER,
BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT OF NATURAL RESOURCES REQUEST FOR AGENCY ACTION NOTICE OF OPPORTUNITY ACTIO FOR VANCOTT BAGLEY CORNWALL
AGENCY COMPANY, LLC dba MEDIAONE OF UTAH, AGENT FOR THE SALT LAKE TRIBUNE THE ENGLISH LANGUAGE WITH GENERAL CIRCULATION IN UTAH, AND PUBLISHED IN UTAH, NOTICE IS ALSO POSTED ON UTAHLEGALS.COM ON THE SAME DAY AS THE NOTICE ON UTAHLEGALS.COM INDEFINATELY.

Start 09/15/2013

End 09/22/2013

PUBLISHED ON

SIGNATURE

9/23/2013

THIS IS NOT A STATEMENT BUT A "PROOF OF PUBLICATION"
PLEASE PAY FROM BILLING STATEMENT

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN TWO 1,280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDERS ENTERED IN CAUSES NOS. 139-98 AND 139-103 IN SECTIONS 15 AND 22, TOWNSHIP 3 SOUTH, RANGE 2 WEST, DUCHESE COUNTY, UTAH

NEWFIELD PRODUCTION COMPANY TO:

Elizabeth O'Neal, the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein and in the Request for Agency Action filed in the above-entitled matter, or to the right to drill into, produce from, or appropriate such oil or gas.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, has designated a hearing examiner in this Cause who will conduct a hearing on Wednesday, October 16, 2013, at 1:30 p.m., or as soon as possible thereafter, in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah, and also, that the Board will consider the hearing examiner's proposed findings of fact and conclusions of law based on that hearing at the Board's regularly scheduled hearing on October 23, 2013, at 9:00 a.m., or as soon as possible thereafter, also in the Auditorium of the Department of Natural Resources Building.

Hearings were held on December 5, 2012 (in Cause No. 139-98), and April 24, 2013 (in Cause No. 139-103), wherein the Board heard testimony and evidence concerning two Requests for Agency Action filed by Newfield Production Company ("Newfield"). At the hearings the Board ordered the entry of orders (the "Spacing Orders") modifying prior orders issued by the Board and establishing special 1,280-acre (or substantial equivalent) drilling units for the production of oil, gas, and other hydrocarbons from the Uteland Butte Member of the Green River Formation and Upper Wasatch Formation underlying the lands located in all of Sections 15 and 22, Township 3 South, Range 2 West, U.S.M., Duchesne County, Utah (together, the "Subject Lands"). On September 9, 2013, Newfield filed another Request for Agency Action seeking to: (1) force pool the interests of certain non-consenting and non-locatable owners of the oil and gas minerals in the Spaced Intervals (as described in the Spacing Orders) beneath the Subject Lands; (2) establish the average weighted royalty payments to such owners and the costs of plugging and abandoning certain identified wells; and (3) impose a non-consent risk compensation penalty of 300% of any non-consenting owner's share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking, recompleting, deepening or plugging back, testing and completing each identified well, including the cost of equipment in the well to and including the wellhead connections, as just and reasonable compensation to the consenting owners. This Notice is being published at the direction of the Board to complete notice to the non-locatable parties listed herein, whose whereabouts cannot be ascertained through reasonable diligence.

The hearings in this Cause will be conducted as formal administrative adjudications in accordance with the rules of the Board as set forth in Utah Administrative Code Rules R641 et seq. as provided for by Utah Code Ann. § 63G-4-101 through 601.

One of the purposes of the hearing examiner's October 16, 2013 hearing and the Board's October 23, 2013 proceeding will be for the Board to give any non-locatable party listed herein an opportunity to respond to Newfield's September 9, 2013 Request for Agency Action, and in particular, its request to force pool all non-consenting and non-locatable mineral interest owners who own interests in the oil and gas minerals in the Spaced Intervals beneath the Subject Lands.

Elizabeth O'Neal, the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein, and all other persons claiming any right, title, or interest in or to the oil and gas produced from any reservoirs beneath the property described herein should contact Newfield at (303) 893-0102, or at Newfield Production Company, 1001 Seventeenth Street, Suite 2000, Denver, Colorado 80202, Attention: Robbie Miller, regarding the opportunity to lease. Additionally, each of the owners named in this paragraph and all other persons claiming any right, title, or interest in or to the oil and gas produced from the Spaced Intervals beneath the property described herein, or to the right to drill into, produce from, or appropriate such oil or gas, has the opportunity to participate in one or more of the following wells located on the Subject Lands by entering a joint operating agreement and by paying their portion of the costs of drilling and completing the well or wells pertaining to their ownership interest:

Close #4-15-22-3-2WH
Aubrey #2-15-22-3-2WH

(the "Subject Wells"). The Subject Wells are located within special 1,280-acre (or substantial equivalent) drilling units established by the Board in the Spacing Orders. For information on leasing your interest or participating in the well, or for any other questions, you should contact Newfield as provided above or through its undersigned counsel.

Failure to respond to the September 9, 2013 Request for Agency Action or to participate in any of the Subject Wells by entering into a lease or by paying its share of the drilling and completing costs for a well, will result in such non-participating owner being deemed a non-consenting owner, and therefore, subject to force pooling and a possible non-consent risk compensation penalty of up to 300% that may be imposed by the Board at the October 23, 2013 hearing.

Objections to this matter shall be filed with the Secretary of the Board and served on Newfield's counsel at the addresses listed below no later than October 10, 2013. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party to the Board hearing.

Natural persons may appear and represent themselves before the Board. All other representation by parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meets the rules of the Utah State Bar for practicing before the Utah Courts. Attorney representation may be waived by the Board upon petition and good cause shown.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The September 9, 2013 Request for Agency Action, and any subsequent pleadings may be inspected at the office of the Secretary to the Board, 1594 West North Temple, Suite 1210, Salt Lake City, Utah 84116 ((801)-538-5277), or copies obtained by contacting Petitioner's counsel Thomas W. Clawson at the address and telephone number listed below. A party who fails to attend or participate in the hearing may be held in default.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

Dated this 9th day of September, 2013.
VANCOTT, BAGLEY, CORNWALL & MCCARTHY
By: /s/ Thomas W. Clawson
36 South State Street, Suite 1900
Salt Lake City, Utah 84111
(801) 532-3333

906349

UPAXLP

AFFIDAVIT OF PUBLICATION

FILED

OCT 15 2013

County of Duchesne,
STATE OF UTAH

SECRETARY, BOARD OF
OIL, GAS & MINING

I, Kevin Ashby on oath, say that I am the PUBLISHER of the Uintah Basin Standard, a weekly newspaper of general circulation, published at Roosevelt, State and County aforesaid, and that a certain notice, a true copy of which is hereto attached, was published in the full issue such newspaper for 2 consecutive issues, and that the first publication was on the 17th day of September, 20 13, and that the last publication of such notice was in the issue of such newspaper dated the 24th day of September, 20 13, and that said notice was published on Utahlegals.com on the same day as the first newspaper publication and the notice remained on Utahlegals.com until the end of the scheduled run.

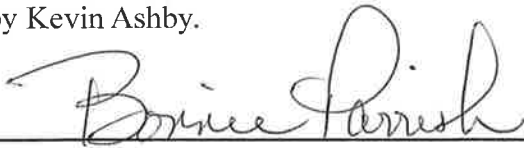


Publisher

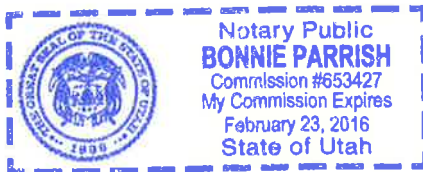
Subscribed and sworn to before me on this

30 day of September, 20 13

by Kevin Ashby.



Notary Public



NOTICE OF OPPORTUNITY TO LEASE OR PARTICIPATE IN OIL AND GAS WELLS AND SUPPLEMENTAL NOTICE OF REQUEST FOR AGENCY ACTION

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN TWO 1,280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDERS ENTERED IN CAUSES NOS. 139-98 AND 139-103 IN SECTIONS 15 AND 22, TOWNSHIP 3 SOUTH, RANGE 2 WEST, DUCHESNE COUNTY, UTAH

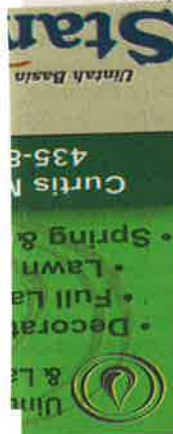
Docket No. 2013-029

Cause No. 139-111 NEWFIELD PRODUCTION COMPANY TO:

Elizabeth O'Neal the heirs/devisees of Eleanor Stein, includ

1,280-acre or substantial Newfield as provided above or through its undersigned counsel. Failure to respond to the September 9, 2013 Request for Agency Action or to participate in any of the Subject Wells by entering into a lease or by paying its share of the drilling and completing costs for a well, will result in such non-participating owner being deemed a nonconsenting owner, and therefore, subject to force pooling and a possible non-consent risk 3 compensation penalty of up to 300% that may be imposed by the Board at the October 23, 2013 hearing.

Objections to this matter shall be filed with the Secretary of the Board and served on Newfield's counsel at the addresses listed below no later than October 10, 2013. Objections filed later may be considered by the Board at or before the regularly scheduled hearing for good cause shown. A party must file a timely written objection or other response in order to participate as a party at the Board hearing.



For Info

OPEN

**BEFORE THE
BOARD OF
OIL, GAS
AND MINING
DEPARTMENT
OF NATURAL
RESOURCES**

STATE OF
UTAH IN THE
MATTER OF THE
REQUEST FOR
AGENCY ACTION
OF NEWFIELD
PRODUCTION
COMPANY FOR
AN ORDER
POOLING ALL
INTERESTS IN
TWO 1,280-ACRE
(OR SUBSTANTIAL
EQUIVALENT)
DRILLING UNITS
ESTABLISHED
BY THE BOARD'S
ORDERS
ENTERED IN
CAUSES NOS. 139-
98 AND 139-103 IN
SECTIONS 15 AND
22, TOWNSHIP 3
SOUTH, RANGE 2
WEST, DUCHESNE
COUNTY, UTAH

of equipment in the
well to and including
the wellhead con-
nections, as just and
reasonable compen-
sation to the consent-
ing owners. This
Notice is being pub-
lished at the direc-
tion of the Board to
complete notice to
the non-locatable
parties listed herein,
whose whereabouts
cannot be ascertained
through reasonable
diligence.

The hearings in
this Cause will be
conducted as for-
mal administrative
adjudications in
accordance with the
rules of the Board
as set forth in Utah
Administrative Code
Rules R641 et seq. as
provided for by Utah
Code Ann. § 63G-4-

and a possible non-
consent risk com-
pensation penalty of
up to 300% that may
be imposed by the
Board at the October
23, 2013 hearing.
Objections to this
matter shall be filed
with the Secretary of
the Board and served
on Newfield's coun-
sel at the addresses
listed below no later
than October 10,
2013. Objections
filed later may be
considered by the
Board at or before
the regularly sched-
uled hearing for
good cause shown.
A party must file
a timely written
objection or other
response in order to
participate as a party
at the Board hearing.
Natural persons

Annual Fall Consi-
Auctions

PROOF OF PUBLICATION

STATE OF UTAH,

JS.S.

County of Uintah

I, TONYA MUSE, being duly sworn, depose and say that I am the Legals Manager of The Vernal Express, a weekly newspaper of general circulation, published each week at Vernal, Utah, that the notice attached hereto was published in said newspaper for 2 publication(s), the first publication having been made on September 18, 2013 and the last on September 25, 2013, that said notice was published in the regular and entire issue of every number of the paper during the period and times of publication, and the same was published in the newspaper proper and not in a supplement; and was published on Utahlegals.com, a website established by the Utah Press Association through the collective efforts of Utah's newspapers, on the same day as the first newspaper publication and the notice remained on Utahlegals.com until the last day of publication.

423 lines. Publication fee, \$846.25.

This page is not a billing statement or invoice, but a proof of publication. Please make payment from billing invoice.

By Tonya Muse Legals Manager

Subscribed and sworn to before me September 25, 2013.

Bonnie Parrish
Notary Public, Residence, Roosevelt, Utah



FILED

OCT 15 2013

**SECRETARY, BOARD OF
OIL, GAS & MINING**